

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Obj. Deadline: May 6, 2024 at 4:00 p.m. (ET)

**SUMMARY OF MONTHLY FEE APPLICATION OF KROLL
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MARCH 1, 2024 THROUGH MARCH 31, 2024**

Name of Applicant:

Kroll Restructuring Administration LLC
("Kroll")

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Date of Retention:

January 20, 2023, *nunc pro tunc* to
November 11, 2022

Period for which compensation and
reimbursement is sought:

March 1, 2024 through March 31, 2024 (the
"Fee Period")

Amount of compensation sought as
actual, reasonable and necessary:

\$6,566.56 (of which Kroll seeks payment of
80% or \$5,253.25)

Amount of expense reimbursement sought
as actual, reasonable and necessary:

\$0.00

Total amount to be paid at this time:

\$5,253.25

This is a: X monthly final application.

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

The total time expended for the preparation of Kroll's monthly fee application is approximately 3 hours. The corresponding compensation is not included herein but will be requested in a future application.

Prior Interim Application

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid	
		Fees	Expenses	Fees	Expenses
3/15/24; ECF No. 9432	12/1/22 – 1/31/24	\$30,215.00 (payment of 80% or \$24,172.01)	\$0.00	TBD ²	\$0.00

Prior Monthly Applications

Date Filed; ECF No.	Period Covered	Requested		Paid or To Be Paid		Holdback
		Fees	Expenses	Fees	Expenses	
12/20/23; ECF No. 4929	12/1/22 – 11/30/23	\$8,980.40 (payment of 80% or \$7,184.32)	\$0.00	\$7,184.32 (80% of \$8,980.40)	\$0.00	\$1,796.08
1/16/24; ECF No. 5717	12/1/23 – 12/31/23	\$7,478.00 (payment of 80% or \$5,982.40)	\$0.00	\$5,982.40 (80% of \$7,478.00)	\$0.00	\$1,495.60
2/15/24; ECF No. 7487	1/1/24 – 1/31/24	\$13,756.60 (payment of 80% or \$11,005.28)	\$0.00	\$11,005.28 (80% of \$13,756.60)	\$0.00	\$2,751.32
3/20/24; ECF No. 9795	2/1/24 – 2/29/24	\$12,677.28 (payment of 80% or \$10,141.82)	\$0.00	\$10,141.82 (80% of \$12,677.28)	\$0.00	\$2,535.46

Summary of Hours Billed by Kroll Employees During the Fee Period

Kroll Employee	Position of the Applicant	Total Hours	Hourly Rate	Total Fees Requested
Brunswick, Gabriel	Managing Director	1.00	\$269.50	\$269.50
Johnson, Craig	Director of Solicitation	5.00	\$269.50	\$1,347.50
Kesler, Stanislav	Director of Solicitation	0.90	\$269.50	\$242.55
Orchowski, Alex T	Director of Solicitation	1.20	\$269.50	\$323.40
Daloia, James	Director	0.50	\$269.50	\$134.75
Hughes, James T	Director	6.30	\$269.50	\$1,697.85
Perry, Selwyn L	Director	0.70	\$269.50	\$188.65
Searles, Jordan D	Director	0.90	\$269.50	\$242.55

² The objection deadline with respect to Kroll's first interim fee application has been extended to May 30, 2024, and a hearing thereon is scheduled to be held on June 13, 2024. To date, no formal or informal objections or responses have been filed or received.

Brown, Mark M	Solicitation Consultant	14.90	\$242.00	\$3,605.80
Cintron, Jonathan	Consultant	0.30	\$198.00	\$59.40
Gabriel, Ben	Consultant	0.50	\$192.50	\$96.25
	Total:	32.20		\$8,208.20³
	Blended Rate		\$254.91	

Summary of Fees Billed by Subject Matter During the Fee Period

Matter Description	Total Hours	Total Fees Requested
Call Center / Credit Inquiry	13.00	\$3,151.50
Retention / Fee Application	1.80	\$425.15
Solicitation	17.40	\$4,631.55
	32.20	\$8,208.20⁴

Summary of Expenses Incurred During the Fee Period

Description	Total Expenses Requested
N/A	\$0.00
Total:	\$0.00

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^{3, 4} This amount has been discounted to \$6,566.56 in accordance with the terms of Kroll's retention. Taking into account this discount, the blended hourly rate is \$203.93.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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Debtors.

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Case No. 22-11068 (JTD)

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Obj. Deadline: May 6, 2024 at 4:00 p.m. (ET)

**MONTHLY FEE APPLICATION OF KROLL
RESTRUCTURING ADMINISTRATION LLC, ADMINISTRATIVE
ADVISOR TO THE DEBTORS, FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM MARCH 1, 2024 THROUGH MARCH 31, 2024**

Kroll Restructuring Administration LLC (“**Kroll**”), administrative advisor to FTX Trading Ltd. and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), files this combined monthly fee application (this “**Application**”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (as may be amended, modified, or supplemented, the “**Local Bankruptcy Rules**”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 435] (the “**Interim Compensation Order**”), for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services for the combined period from March 1, 2024 through March 31, 2024 (the “**Fee Period**”). In support of this Application, Kroll respectfully represents as follows:

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

Preliminary Statement

1. Pursuant to this Application, Kroll seeks allowance and approval of aggregate fees in the amount of \$6,566.56 (of which Kroll seeks payment of 80% or \$5,253.25) and reimbursement of expenses in the amount of \$0.00.

2. On January 20, 2023, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered the *Order Authorizing Employment and Retention of Kroll Restructuring Administration LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 544], which authorized the Debtors to retain Kroll as administrative advisor in these chapter 11 cases effective as of the Petition Date (as defined below). In addition, pursuant to the Interim Compensation Order, the Court authorized Kroll to file this Application for monthly compensation and authorized the Debtors to compensate Kroll in accordance with the procedures set forth therein, in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and such other procedures as may be fixed by order of the Court.

3. Pursuant to the Interim Compensation Order, upon the expiration of the Objection Deadline (as defined in the Interim Compensation Order), the Debtors are authorized and directed to pay Kroll an amount equal to the lesser of: (a) 80% of the fees and 100% of the expenses requested in this Application; or (b) 80% of the fees and 100% of the expenses requested in this Application that are not subject to an Objection (as defined in the Interim Compensation Order).

Jurisdiction

4. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

5. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

6. The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-2.

Background

7. On November 11 and November 14, 2022 (as applicable, the “**Petition Date**”), the Debtors filed with the Court voluntary petitions for relief under the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Joint administration of the Debtors’ cases was authorized by the Court by entry of an order on November 22, 2022 [Docket No. 128]. On December 15, 2022, the U.S Trustee appointed an Official Committee of Unsecured Creditors pursuant to section 1102 of the Bankruptcy Code [Docket No. 231].

Relief Requested

8. By this Application, Kroll requests (a) allowance and approval of aggregate fees in the amount of \$6,566.56 (of which Kroll seeks payment of 80% or \$5,253.25) on account of reasonable and necessary professional services rendered to the Debtors by Kroll, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$0.00.

Compliance with the Interim Compensation Order

9. Kroll has prepared this Application in accordance with the procedures set forth in the Interim Compensation Order. During the Fee Period, Kroll professionals billed a total of 32.20 hours for which compensation is requested. Kroll’s hourly rates are set at a level designed to fairly compensate Kroll for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

10. Further, **Exhibit A** hereto: (a) identifies each individual that rendered services by subject matter; (b) describes each activity or service that such individual performed; (c) states the number of hours (in increments of tenths of an hour) spent by such individual providing the services; and (d) as applicable, lists the amount and type of expenses incurred.

Summary of Professional Services Rendered

11. The professional services that Kroll rendered during the Fee Period are grouped by subject matter and summarized as follows:

- Call Center / Creditor Inquiry

Fees: \$3,151.50; Hours: 13.00

Call Center / Creditor Inquiry services provided included drafting, reviewing, and revising responses to frequently asked questions regarding solicitation of the Debtors' plan.

- Retention / Fee Application

Fees: \$425.15; Hours: 1.80

Retention / Fee Application services provided included drafting, reviewing, and revising Kroll's monthly fee application filed at Docket No. 9795 and interim fee application filed at Docket No. 9432.

- Solicitation

Fees: \$4,631.55; Hours: 17.40

Solicitation services provided included: (a) conferring and coordinating among the Kroll case team and Debtors' counsel regarding solicitation of the Debtors' plan, including solicitation procedures, voting, balloting, and an innovative customized electronic balloting portal; (b) responding to inquiries from Debtors' counsel and other case professionals regarding solicitation of the Debtors' plan; (c) updating the case website to provide for electronic balloting,

including customized enhancements for the unique scale and nature of these cases; and (d) reviewing, analyzing and revising draft solicitation materials in anticipating of solicitation, including draft ballots and voting procedures.

Summary of Expenses Incurred

12. Kroll is not currently aware of any actual and necessary expenses incurred during the Fee Period in rendering the services described herein.

Representations and Reservation of Rights

13. The undersigned has reviewed the requirements of Local Bankruptcy Rule 2016-2 and hereby attests that this Application conforms to such requirements.

14. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Fee Period. Kroll reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the Interim Compensation Order.

Notice

15. Kroll has provided notice of this Application to all parties required to receive such notice under the Interim Compensation Order. In light of the nature of the relief requested herein, Kroll respectfully submits that no further notice is necessary.

[Remainder of the page intentionally left blank]

Conclusion

WHEREFORE, pursuant to the Interim Compensation Order, Kroll requests:

(a) allowance and approval of aggregate fees in the amount of \$6,566.56 (of which Kroll seeks payment of 80% or \$5,253.25) on account of reasonable and necessary professional services rendered to the Debtors by Kroll, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$0.00.

Dated: April 16, 2024
New York, New York

/s/ Shira D. Weiner
Shira D. Weiner
Gabriel Brunswick
Kroll Restructuring Administration LLC
55 East 52nd Street, 17th Floor
New York, NY 10055
Phone: (212) 257-5450
shira.weiner@kroll.com
gabriel.brunswick@kroll.com

Administrative Advisor to the Debtors

VERIFICATION

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I, Shira D. Weiner, after being duly sworn according to law, depose and say:

1. I am the General Counsel to Kroll Restructuring Administration LLC (“**Kroll**”).
2. I am generally familiar with the work performed on behalf of the Debtors by Kroll professionals.
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information, and belief.
4. I have reviewed the requirements of Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, the foregoing Application complies with such Local Rule.



Shira D. Weiner

SWORN TO AND SUBSCRIBED before me this 16th day of April, 2024.

/s/ GABRIEL BRUNSWICK

Notary Public, State of New York

No. 02BR6323242

Qualified in Kings County

Certificate Filed in New York County

Commission Expires Apr. 20, 2027

Exhibit A

Fee Detail



Hourly Fees by Employee through March 2024

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
BG	Gabriel, Ben	CO - Consultant	0.50	\$192.50	\$96.25
JCJC	Cintron, Jonathan	CO - Consultant	0.30	\$198.00	\$59.40
MMB	Brown, Mark M	SA - Solicitation Consultant	14.90	\$242.00	\$3,605.80
JD	Daloia, James	DI - Director	0.50	\$269.50	\$134.75
JTH	Hughes, James T	DI - Director	6.30	\$269.50	\$1,697.85
SLP	Perry, Selwyn L	DI - Director	0.70	\$269.50	\$188.65
JDS	Searles, Jordan D	DI - Director	0.90	\$269.50	\$242.55
CJ	Johnson, Craig	DS - Director of Solicitation	5.00	\$269.50	\$1,347.50
STK	Kesler, Stanislav	DS - Director of Solicitation	0.90	\$269.50	\$242.55
ATO	Orchowski, Alex T	DS - Director of Solicitation	1.20	\$269.50	\$323.40
GB	Brunswick, Gabriel	MD - Managing Director	1.00	\$269.50	\$269.50
TOTAL:			32.20		\$8,208.20

Hourly Fees by Task Code through March 2024

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
INQR	Call Center / Creditor Inquiry	13.00	\$3,151.50
RETN	Retention / Fee Application	1.80	\$425.15
SOLI	Solicitation	17.40	\$4,631.55
TOTAL:		32.20	\$8,208.20

FTX Digital Markets Ltd.

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Time Detail

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
03/05/24	GB	MD	Draft interim fee application	Retention / Fee Application	0.40
03/06/24	CJ	DS	Confer with J. Hughes (Kroll) re proposed procedures for customers to vote online	Solicitation	0.20
03/06/24	CJ	DS	Confer with S. Kesler (Kroll) re proposed procedures for customers to vote online	Solicitation	0.40
03/06/24	CJ	DS	Research potential solicitation and tabulation procedures re customer claimants	Solicitation	0.70
03/06/24	STK	DS	Confer with C. Johnson (Kroll) re proposed procedures for customers to vote online	Solicitation	0.40
03/07/24	JTH	DI	Prepare electronic ballot submission portal	Solicitation	1.30
03/08/24	ATO	DS	Telephone conference with J. Sielinski (A&M) related to the online ballot portal	Solicitation	0.30
03/08/24	JDS	DI	Telephone conference with J. Sielinski, D. Lewandowski, A. Mohammed, T. Simion and R. Johnson (A&M) and J. Hughes, A. Orchowski, S. Perry, J. Daloia, H. Balogun and C. Johnson (Kroll) re updated status of draft online balloting portal and procedures	Solicitation	0.40
03/08/24	JTH	DI	Prepare electronic ballot submission portal	Solicitation	0.50
03/08/24	SLP	DI	Telephone conference with J. Sielinski, D. Lewandowski, A. Mohammed, T. Simion and R. Johnson (A&M) and J. Hughes, A. Orchowski, J. Daloia, H. Balogun and J. Searles (Kroll) re updated status of draft online balloting portal and procedures	Solicitation	0.40
03/14/24	ATO	DS	Circulate template frequently asked questions to the case professionals for review	Call Center / Creditor Inquiry	0.20
03/14/24	ATO	DS	Telephone conference with J. Sielinski (Alvarez & Marsal) related to solicitation	Solicitation	0.50
03/14/24	CJ	DS	Telephone conference with J. Sielinski, D. Lewandowski, A. Mohammed, T. Simion, R. Esposito, C. Meyers and R. Johnson (A&M) and J. Hughes, A. Orchowski, S. Perry and J. Daloia re updated status of draft online balloting portal and procedures	Solicitation	0.40
03/14/24	SLP	DI	Telephone conference with J. Sielinski, D. Lewandowski, A. Mohammed, T. Simion, R. Esposito, C. Meyers and R. Johnson (A&M) and J. Hughes, A. Orchowski, C. Johnson and J. Daloia (Kroll) re updated status of draft online balloting portal and procedures	Solicitation	0.30
03/15/24	BG	CO	Review and file interim fee application	Retention / Fee Application	0.50
03/17/24	GB	MD	Draft monthly fee application	Retention / Fee Application	0.60

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03/18/24	MMB	SA	Review solicitation documents in preparation for solicitation	Solicitation	1.20
03/19/24	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Creditor Inquiry	0.70
03/20/24	JCJC	CO	Review and file monthly fee application	Retention / Fee Application	0.30
03/21/24	CJ	DS	Telephone conference with J. Sielinski, D. Lewandowski, A. Mohammed, C. Meyers, R. Johnson (A&M), J. Hughes, S. Kesler, S. Perry, J. Karotkin, J. Searles and J. Daloia re updated status of draft online balloting portal and procedures	Solicitation	0.20
03/21/24	CJ	DS	Review draft solicitation procedures and trouble-shoot draft online customer voting platform	Solicitation	2.20
03/21/24	JDS	DI	Telephone conference with J. Sielinski, D. Lewandowski, A. Mohammed, C. Meyers and R. Johnson (A&M) and J. Hughes, S. Kesler, S. Perry, J. Karotkin, C. Johnson and J. Daloia re updated status of draft online balloting portal and procedures	Solicitation	0.30
03/21/24	STK	DS	Telephone conference with J. Sielinski, D. Lewandowski, A. Mohammed, C. Meyers and R. Johnson (A&M) and J. Hughes, C. Johnson, S. Perry, J. Karotkin, J. Searles and J. Daloia (Kroll) re updated status of draft online balloting portal and procedures	Solicitation	0.30
03/22/24	CJ	DS	Review draft solicitation procedures in preparation for upcoming launch of solicitation	Solicitation	0.90
03/22/24	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Creditor Inquiry	2.70
03/25/24	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Creditor Inquiry	6.80
03/26/24	MMB	SA	Update FAQ materials for use in connection with responses to solicitation inquiries	Call Center / Creditor Inquiry	2.60
03/26/24	MMB	SA	Review solicitation documents in preparation for solicitation	Solicitation	0.90
03/27/24	ATO	DS	Respond to inquiries from A. Muhammed (A&M) related to solicitation	Solicitation	0.20
03/27/24	JTH	DI	Prepare electronic ballot submission portal	Solicitation	2.50
03/28/24	JD	DI	Conference call with D. Lewandowski (A&M) regarding upcoming solicitation	Solicitation	0.50
03/28/24	JDS	DI	Telephone conference with D. Lewandowski, A. Mohammed and C. Meyers (A&M) and J. Hughes, S. Kesler, S. Perry, A. Orchowski, J. Karotkin, C. Johnson and J. Daloia re updated status of draft online balloting portal and procedures	Solicitation	0.20
03/28/24	JTH	DI	Prepare electronic ballot submission portal	Solicitation	2.00
03/28/24	STK	DS	Telephone conference with D. Lewandowski, A. Mohammed and C. Meyers (A&M) and J. Hughes, C. Johnson, S. Perry, A. Orchowski, J. Karotkin, J. Searles and J. Daloia re updated status of draft online balloting portal and procedures	Solicitation	0.20

Total Hours**32.20**